

Exhibit D

Sale Notice

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*Proposed Counsel to the Debtors and
Debtors-in-Possession*

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

| | |
|---|-------------------------|
| In re: | Chapter 11 |
| ACETO CORPORATION, <i>et al.</i> , ¹ | Case No. 19-13448 (VFP) |
| Debtors. | (Jointly Administered) |

**NOTICE OF PROPOSED SALE, AUCTION DATE, OBJECTION DEADLINE,
AND SALE HEARING (PHARMA BUSINESS)**

PLEASE TAKE NOTICE that on February 19, 2019, the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), each filed voluntary petitions for relief pursuant to chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of New Jersey (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that, on [●], 2019, the Debtors filed the *Debtors’ Motion for Orders (I) (A) Authorizing and Approving Bidding Procedures in Connection With the Sale of Substantially All Assets Comprising the Debtors’ Pharma Business; (B) Authorizing and Approving Bid Protections; (C) Approving Procedures for the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; (D) Scheduling a Sale Hearing; (E) Approving the Form and Manner of Notice Thereof; and (F) Granting Related Relief; and (II) (A) Authorizing and Approving the Sale of Substantially All Assets Comprising the Debtors’ Pharma Business Free and Clear of All Claims, Liens, Rights, Interests, and Encumbrances, (B) Authorizing and Approving the Assumption and Assignment of Certain*

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor’s taxpayer identification number are as follows: Aceto Corporation (0520); Aceto Agricultural Chemicals Corporation (3948); Aceto Realty LLC (7634); Rising Pharmaceuticals, Inc. (7959); Rising Health, LLC (1562); Acetris Health, LLC (3236); PACK Pharmaceuticals, LLC (2525); Arsynco, Inc. (7392); and Acci Realty Corp. (4433).

Executory Contracts and Unexpired Leases Related Thereto, and (C) Granting Related Relief [Docket No.[●]] (the “Motion”).² By the Motion, the Debtors seek, among other things, to sell the Purchased Assets to the bidder submitting the highest or otherwise best offer for the Purchased Assets (the “Successful Bidder”), free and clear of all claims, liens, rights, interests and encumbrances pursuant to sections 105(a), 363 and 365 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that, on [●], 2019, the Bankruptcy Court entered an order (the “Bidding Procedures Order”) granting certain of the relief requested by the Motion including, among other things, approving certain bidding procedures (the “Bidding Procedures”) attached as **Exhibit 1** to the Bidding Procedures Order. The Bidding Procedures Order sets forth the key dates and times related to the sale (the “Sale”) of the Purchased Assets. All interested bidders should carefully read the Bidding Procedures Order and the Bidding Procedures. To the extent that there are any inconsistencies between the Bidding Procedures Order (including the Bidding Procedures) and the summary description of certain of its terms and conditions contained in this Notice, the terms and conditions of the Bidding Procedures Order shall control.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Bidding Procedures, the deadline to submit a Qualified Bid (as such term is defined in the Bidding Procedures) is [●], **2019 at 5:00 p.m. (prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Bidding Procedures, the Debtors are authorized to conduct an auction (the “Auction”) to sell the Purchased Assets if they receive one or more Qualified Bids. The Auction, if conducted, will be held on [●], **2019 at 10:00 a.m. (prevailing Eastern Time)** at the offices of Lowenstein Sandler LLP, 1251 Avenue of the Americas, New York, NY 10020, or at such other location as shall be timely communicated to all entities entitled to attend the Auction.

PLEASE TAKE FURTHER NOTICE that a hearing to approve the Sale of the Purchased Assets to the Successful Bidder (the “Sale Hearing”) will be held before the Honorable Judge Vincent F. Papalia, United States Bankruptcy Court for the District of New Jersey, Martin Luther King, Jr. Federal Building, 50 Walnut Street, 3rd Floor, Newark, New Jersey 07102, on [●], **2019 at 10:00 a.m. (prevailing Eastern Time)** or at such time thereafter as counsel may be heard. Objections to the Sale, including objections to the Auction and the selection of the Successful Bidder, if any, must be made in writing, state with particularity the grounds therefor, conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the United States Bankruptcy Court for the District of New Jersey, be filed with the Bankruptcy Court, and be served **so as to be actually received no later than 5:00 p.m. (prevailing Eastern Time) on [●], 2019** by (i) counsel to the Debtors, Lowenstein Sandler LLP, 1251 Avenue of the Americas, New York, NY 10020 (Attn: Steven E. Siesser, Esq. (ssiesser@lowenstein.com), Paul Kizel, Esq. (pkizel@lowenstein.com) and Philip J. Gross, Esq. (pgross@lowenstein.com)); (ii) counsel to the Buyer, counsel to the Buyer, Reed Smith LLP, 599 Lexington Ave, New York, New York 10036 (Attn: Niket Rele, Esq. (nrele@reedsmith.com), John Algie, Esq. (jalgie@reedsmith.com) and Derek J. Baker Esq. (dbaker@reedsmith.com)); (iii) the Office of The United States Trustee, One Newark Center, 1085 Raymond Boulevard, Suite 2100, Newark, New Jersey 07102 (Attn: Fran B. Steele (Fran.B.Steele@usdoj.gov) and David Gerardi, Esq.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

(David.Gerardi@usdoj.gov)); and (iv) proposed counsel to the Official Committee of Unsecured Creditors, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York, 10038-4982 (Attn: Jayme T. Goldstein, Esq. (jgoldstein@stroock.com) and Erez E. Gilad, Esq. (egilad@stroock.com)).

PLEASE TAKE FURTHER NOTICE that any party failing to timely file an objection to the Sale shall be forever barred from objecting to the Sale and shall not be heard at the Sale Hearing, and the Bankruptcy Court may enter the Sale Order without further notice to such party.

PLEASE TAKE FURTHER NOTICE that this Notice is subject to the full terms and conditions of the Motion, Bidding Procedures Order and Bidding Procedures, the Bidding Procedures Order shall control in the event of any conflict, and the Debtors encourage parties in interest to review such documents in their entirety. Any party that has not received and wishes to obtain a copy of the Motion or the Bidding Procedures Order, including all exhibits thereto, may (i) make such a request by contacting the Debtors' court approved claims agent, Prime Clerk LLC, by (1) telephone at 844-216-7718 (US/Canada Toll Free) or 347-761-3238 (International), or (2) email at Acetoinfo@primeclerk.com, or (ii) examine them on Prime Clerk's case website free of charge at <https://cases.primeclerk.com/aceto> or on the Bankruptcy Court's electronic docket for the Debtors' chapter 11 cases, which is available via the Court's website at www.njb.uscourts.gov (a PACER login and password are required and can be obtained through the PACER Service Center at www.pacer.gov).

Dated: _____, 2019

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